

**CIVIL COVER SHEET**

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for use of the Clerk of Court for the purpose of initiating the civil docket sheet.

**PLAINTIFFS**

Pentwater Equity Opportunities Master Fund Ltd., Pentwater Merger  
Arbitrage Master Fund Ltd., PWCM Master Fund Ltd., and Oceana Master Fund Ltd.

**ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)**  
Bernstein Litowitz Berger & Grossmann LLP  
12481 High Bluff Drive, Suite 300  
San Diego, CA 92130; Tel: (858) 793-0070

**CAUSE OF ACTION (CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE A BRIEF STATEMENT OF CAUSE)**  
(DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY)

Sections 10(b), 18(a), and 20(a) of the Securities Exchange Act of 1934

Has this action, case, or proceeding, or one essentially the same been previously filed in SDNY at any time?  Yes  Judge Previously Assigned

If yes, was this case Vol.  Invol.  Dismissed. No  Yes  If yes, give date \_\_\_\_\_ & Case No. \_\_\_\_\_

**IS THIS AN INTERNATIONAL ARBITRATION CASE?**

No  Yes

(PLACE AN [x] IN ONE BOX ONLY)

**NATURE OF SUIT**

		TORTS		ACTIONS UNDER STATUTES			
CONTRACT		PERSONAL INJURY	PERSONAL INJURY	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES	
<input type="checkbox"/>	110 INSURANCE	<input type="checkbox"/> 310 AIRPLANE	<input type="checkbox"/> 367 HEALTHCARE/	<input type="checkbox"/> 625 DRUG RELATED	<input type="checkbox"/> 422 APPEAL	<input type="checkbox"/> 375 FALSE CLAIMS	<input type="checkbox"/>
<input type="checkbox"/>	120 MARINE	<input type="checkbox"/> 315 AIRPLANE PRODUCT	<input type="checkbox"/> PHARMACEUTICAL PERSONAL	<input type="checkbox"/> SEIZURE OF PROPERTY	<input type="checkbox"/> 28 USC 158	<input type="checkbox"/> 400 STATE	<input type="checkbox"/> REAPPORTIONMENT
<input type="checkbox"/>	130 MILLER ACT	<input type="checkbox"/> LIABILITY	<input type="checkbox"/> INJURY/PRODUCT LIABILITY	<input type="checkbox"/> 365 PERSONAL INJURY	<input type="checkbox"/> 21 USC 881	<input type="checkbox"/> 410 ANTITRUST	<input type="checkbox"/>
<input type="checkbox"/>	140 NEGOTIABLE INSTRUMENT	<input type="checkbox"/> 320 ASSAULT, LIBEL & SLANDER	<input type="checkbox"/> PRODUCT LIABILITY	<input type="checkbox"/> 368 ASBESTOS PERSONAL	<input type="checkbox"/> 690 OTHER	<input type="checkbox"/> 430 BANKS & BANKING	<input type="checkbox"/>
<input type="checkbox"/>	150 RECOVERY OF OVERPAYMENT & ENFORCEMENT OF JUDGMENT	<input type="checkbox"/> 330 FEDERAL EMPLOYERS' LIABILITY	<input type="checkbox"/> INJURY PRODUCT LIABILITY	<input type="checkbox"/> PERSONAL PROPERTY	<input type="checkbox"/> 820 COPYRIGHTS	<input type="checkbox"/> 450 COMMERCE	<input type="checkbox"/>
<input type="checkbox"/>	151 MEDICARE ACT	<input type="checkbox"/> 340 MARINE	<input type="checkbox"/> 345 MARINE PRODUCT LIABILITY	<input type="checkbox"/> 370 OTHER FRAUD	<input type="checkbox"/> 830 PATENT	<input type="checkbox"/> 460 DEPORTATION	<input type="checkbox"/>
<input type="checkbox"/>	152 RECOVERY OF DEFANTED STUDENT LOANS (EXCL VETERANS)	<input type="checkbox"/> 350 MOTOR VEHICLE	<input type="checkbox"/> 355 MOTOR VEHICLE PRODUCT LIABILITY	<input type="checkbox"/> 371 TRUTH IN LENDING	<input type="checkbox"/> 840 TRADEMARK	<input type="checkbox"/> 470 RACKETEER INFLUENCED & CORRUPT ORGANIZATION ACT (RICO)	<input type="checkbox"/>
<input type="checkbox"/>	153 RECOVERY OF OVERPAYMENT OF VETERAN'S BENEFITS	<input type="checkbox"/> 360 OTHER PERSONAL INJURY	<input type="checkbox"/> 362 PERSONAL INJURY - MED MALPRACTICE	<input type="checkbox"/> 380 OTHER PERSONAL PROPERTY DAMAGE	<input type="checkbox"/> LABOR	<input type="checkbox"/> 850 SECURITIES/ COMMODITIES/ EXCHANGE	<input checked="" type="checkbox"/>
<input type="checkbox"/>	160 STOCKHOLDERS SUITS	<input type="checkbox"/> 385 PROPERTY DAMAGE	<input type="checkbox"/> 385 PROPERTY DAMAGE	<input type="checkbox"/> 710 FAIR LABOR STANDARDS ACT	<input type="checkbox"/> 861 HIA (1395ff)	<input type="checkbox"/> 890 OTHER STATUTORY ACTIONS	<input type="checkbox"/>
<input type="checkbox"/>	190 OTHER CONTRACT	<input type="checkbox"/> 463 ALIEN DETAINEE	<input type="checkbox"/> 510 MOTIONS TO VACATE SENTENCE	<input type="checkbox"/> 720 LABOR/MGMT RELATIONS	<input type="checkbox"/> 862 BLACK LUNG (923)	<input type="checkbox"/> 891 AGRICULTURAL ACTS	<input type="checkbox"/>
<input type="checkbox"/>	195 CONTRACT PRODUCT LIABILITY	<input type="checkbox"/> 510 MOTIONS TO VACATE SENTENCE	<input type="checkbox"/> 28 USC 2255	<input type="checkbox"/> 740 RAILWAY LABOR ACT	<input type="checkbox"/> 863 DIWC/DIWV (405(g))	<input type="checkbox"/> 893 ENVIRONMENTAL MATTERS	<input type="checkbox"/>
<input type="checkbox"/>	196 FRANCHISE	<input type="checkbox"/> CIVIL RIGHTS	<input type="checkbox"/> 530 HABEAS CORPUS	<input type="checkbox"/> 751 FAMILY MEDICAL LEAVE ACT (FMLA)	<input type="checkbox"/> 864 SSID TITLE XVI	<input type="checkbox"/> 895 FREEDOM OF INFORMATION ACT	<input type="checkbox"/>
<input type="checkbox"/>		<input type="checkbox"/> 440 OTHER CIVIL RIGHTS (Non-Prisoner)	<input type="checkbox"/> 535 DEATH PENALTY	<input type="checkbox"/> 790 OTHER LABOR LITIGATION	<input type="checkbox"/> 865 RSI (405(g))	<input type="checkbox"/> 896 ARBITRATION	<input type="checkbox"/>
<input type="checkbox"/>			<input type="checkbox"/> 540 MANDAMUS & OTHER	<input type="checkbox"/> 791 EMPL RET INC SECURITY ACT (ERISA)	<input type="checkbox"/> 870 TAXES (U.S. Plaintiff or Defendant)	<input type="checkbox"/> 899 ADMINISTRATIVE PROCEDURE ACT/REVIEW OR APPEAL OF AGENCY DECISION	<input type="checkbox"/>
<input type="checkbox"/>				<input type="checkbox"/> IMMIGRATION	<input type="checkbox"/> 871 IRS-THIRD PARTY	<input type="checkbox"/> 950 CONSTITUTIONALITY OF STATE STATUTES	<input type="checkbox"/>
<input type="checkbox"/>				<input type="checkbox"/> PRISONER CIVIL RIGHTS	<input type="checkbox"/> 26 USC 7609		
<input type="checkbox"/>	210 LAND CONDEMNATION	<input type="checkbox"/> 441 VOTING	<input type="checkbox"/> 550 CIVIL RIGHTS	<input type="checkbox"/> 462 NATURALIZATION			
<input type="checkbox"/>	220 FORECLOSURE	<input type="checkbox"/> 442 EMPLOYMENT	<input type="checkbox"/> 555 PRISON CONDITION	<input type="checkbox"/> APPLICATION			
<input type="checkbox"/>	230 RENT LEASE & EJECTMENT	<input type="checkbox"/> 443 HOUSING/ ACCOMMODATIONS	<input type="checkbox"/> 560 CIVIL DETAINEE	<input type="checkbox"/> 465 OTHER IMMIGRATION ACTIONS			
<input type="checkbox"/>	240 TORTS TO LAND	<input type="checkbox"/> 445 AMERICANS WITH DISABILITIES - EMPLOYMENT	<input type="checkbox"/> CONDITIONS OF CONFINEMENT				
<input type="checkbox"/>	245 TORT PRODUCT LIABILITY	<input type="checkbox"/> 446 AMERICANS WITH DISABILITIES - OTHER					
<input type="checkbox"/>	290 ALL OTHER REAL PROPERTY	<input type="checkbox"/> 448 EDUCATION					

Check if demanded in complaint:

CHECK IF THIS IS A CLASS ACTION  
UNDER F.R.C.P. 23

DO YOU CLAIM THIS CASE IS RELATED TO A CIVIL CASE NOW PENDING IN S.D.N.Y.?  
IF SO, STATE: \_\_\_\_\_

DEMAND \$ \_\_\_\_\_ OTHER \_\_\_\_\_ JUDGE Alvin K. Hellerstein DOCKET NUMBER 15-mc-00040-AKH

Check YES only if demanded in complaint

JURY DEMAND:  YES  NO

NOTE: You must also submit at the time of filing the Statement of Relatedness form (Form IH-32).

(PLACE AN *x* IN ONE BOX ONLY)

- |   |   |  |   |  |   |  |
|---|---|--|---|--|---|--|
| <input checked="" type="checkbox"/> 1 Original Proceeding | <input type="checkbox"/> 2 Removed from State Court | <input type="checkbox"/> 3 Remanded from Appellate Court | <input type="checkbox"/> 4 Reinstated or Reopened | <input type="checkbox"/> 5 Transferred from (Specify District) | <input type="checkbox"/> 6 Multidistrict Litigation | <input type="checkbox"/> 7 Appeal to District Judge from Magistrate Judge Judgment |
| <input type="checkbox"/> a. all parties represented       |   |  |   |  |   |  |
| <input type="checkbox"/> b. At least one party is pro se. |   |  |   |  |   |  |

(PLACE AN *x* IN ONE BOX ONLY)

- 1 U.S. PLAINTIFF  2 U.S. DEFENDANT  3 FEDERAL QUESTION  4 DIVERSITY  
(U.S. NOT A PARTY)

IF DIVERSITY, INDICATE CITIZENSHIP BELOW.

CITIZENSHIP OF PRINCIPAL PARTIES (FOR DIVERSITY CASES ONLY)

(Place an [X] in one box for Plaintiff and one box for Defendant)

CITIZEN OF THIS STATE	PTF [ ]1	DEF [ ]1	CITIZEN OR SUBJECT OF A FOREIGN COUNTRY	PTF [ ]3	DEF [ ]3	INCORPORATED and PRINCIPAL PLACE OF BUSINESS IN ANOTHER STATE	PTF [ ]5	DEF [ ]5
CITIZEN OF ANOTHER STATE	PTF [ ]2	DEF [ ]2	INCORPORATED or PRINCIPAL PLACE OF BUSINESS IN THIS STATE	PTF [ ]4	DEF [ ]4	FOREIGN NATION	PTF [ ]6	DEF [ ]6

PLAINTIFF(S) ADDRESS(ES) AND COUNTY(IES)

See Attached Rider.

DEFENDANT(S) ADDRESS(ES) AND COUNTY(IES)

See Attached Rider.

DEFENDANT(S) ADDRESS UNKNOWN

REPRESENTATION IS HEREBY MADE THAT, AT THIS TIME, I HAVE BEEN UNABLE, WITH REASONABLE DILIGENCE, TO ASCERTAIN RESIDENCE ADDRESSES OF THE FOLLOWING DEFENDANTS:

Check one:  THIS ACTION SHOULD BE ASSIGNED TO:  WHITE PLAINS  MANHATTAN  
(DO NOT check either box if this a PRISONER PETITION/PRISONER CIVIL RIGHTS COMPLAINT.)

DATE  
10/28/15  
RECEIPT #

SIGNATURE OF ATTORNEY OF RECORD



ADMITTED TO PRACTICE IN THIS DISTRICT  
 NO  
 YES (DATE ADMITTED Mo. \_\_\_\_\_ Yr. \_\_\_\_\_)  
Attorney Bar Code #

Magistrate Judge is to be designated by the Clerk of the Court.

Magistrate Judge \_\_\_\_\_ is so Designated.

Ruby J. Krajick, Clerk of Court by \_\_\_\_\_ Deputy Clerk, DATED \_\_\_\_\_.

UNITED STATES DISTRICT COURT (NEW YORK SOUTHERN)

**RIDER TO CIVIL CASE COVER SHEET**

**PLAINTIFFS**

Pentwater Equity Opportunities Master Fund Ltd.

Pentwater Merger Arbitrage Master Fund Ltd.

PWCM Master Fund Ltd.

Oceana Master Fund Ltd.

All Plaintiffs: c/o Bernstein Litowitz Berger & Grossmann LLP

**DEFENDANTS**

American Realty Capital Properties, Inc. (n/k/a VEREIT, Inc.)

ARC Properties Operating Partnership L.P. (n/k/a VEREIT Operating Partnership, L.P.)

AR Capital, LLC

RCS Capital, LLC (n/k/a RCAP Holdings, LLC)

Nicholas S. Schorsch

David S. Kay

Brian S. Block

Lisa P. McAlister

Lisa Beeson